

1 A. Correct.

2 Q. Also on the next page, your signature?

3 A. Yes.

4 Q. When we go to attachment B, Bate Stamp
5 05516 and it goes through 05518, can you tell me
6 how it was that the financial statement or the
7 financial information was derived?

8 A. From -- Buzz assumed all of the assets
9 and liabilities of U.S. Bell.

10 Q. Was there a contract of some kind
11 whereby that took place?

12 A. That is one of the things that Russ
13 Millbranth was working on, on that previous memo
14 that we talked about. But it was put in writing
15 that that's how it worked. To my knowledge, I
16 don't remember seeing this specific document, but
17 that was one of the things.

18 Q. The basic idea was that everything
19 that U.S. Bell had would be transferred lock,
20 stock and barrel to Buzz?

21 A. Correct.

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1 Q. And, I guess, not only everything, but
2 everybody. Is that why, with respect to the wage
3 and tax statements for the year 2002, that you
4 kindly brought -- it shows that you worked for
5 two different companies, one being U.S. Bell and
6 the other being Buzz Telecom?

7 A. That's correct.

8 Q. So at some point, your paychecks
9 stopped being U.S. Bell paychecks and became
10 Buzz Telecom paychecks?

11 A. Yes.

12 Q. But nothing else changed?

13 A. Nothing else really changed, no. The
14 sign on the door.

15 Q. From U.S. Bell to Buzz Telecom?

16 A. Yes. But that was important because
17 of the issue with the Southwestern Bell because
18 they wanted to ensure that every bit of signage,
19 letterhead, et cetera was changed. So that was
20 mostly for the fulfillment of that obligation.

21 Q. So that's why U.S. Bell has

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1 disappeared from the face of the earth?

2 A. Correct. It was a much better name
3 than Buzz.

4 Q. So when we go to Bate Stamp page
5 05518, which is under the Buzz Telecom
6 profit-and-loss portion. And you go to total
7 income, is that the income that has come in with
8 respect to the sale of Business Options'
9 products?

10 A. That would be my assumption, yes.

11 Q. Do you have any reason to believe that
12 it's anything else?

13 A. No. Again, if the agreements were
14 written up as I understood them to be by Russ
15 Millbranth, it would have been the agreement for
16 Buzz to use the Business Options' licenses and
17 agreements to derive income.

18 Q. Okay. But so far as you know, you've
19 never seen such a document?

20 A. Never saw that, no.

21 Q. The next document I want to show you

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1 is Bate Stamp 00692. The date is 10-02. The
2 president is who?

3 A. Keanan.

4 Q. And the cc for the COB, the COB is
5 Kurtis?

6 A. Correct.

7 Q. So as of October of 2002, you knew at
8 that point that you were going to be leaving the
9 company's employ in the not too distant future?

10 A. I believe I issued my resignation
11 sometime in early September. The initial
12 agreement was that I would stay on until the
13 first of the year, 2003. That date was moved up
14 to November 1 of 2002. And what I was trying to
15 do is -- it looks you some things that I wrote
16 up. I tried to -- the last month or so that I
17 was there, for the most part just write up the
18 things that I had been doing so the next person
19 could do them. And I wanted to recommend to them
20 how to replace me. So I thought that would be
21 the most efficient way to do so.

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1 Q. Was there ever a discussion that your
2 replacement should actually be an in-house
3 lawyer?

4 A. There was. But I think there were
5 financial considerations concerning, you know,
6 they couldn't afford an attorney.

7 Q. Do we understand the term "Pennywise
8 and pound foolish?"

9 A. Yes. I recommended a CPA because at
10 that time, they were wanting me to work on a lot
11 of tax issues. They wanted to eliminate the CPA
12 that we were using. And at least someone who had
13 some kind of legal experiences.

14 Q. Do you know whether or not your
15 recommendations were followed?

16 A. Shannon, who was hired about a week
17 before I left, had, I believe, some type of
18 experience as a legal aid or something like that.
19 I don't remember exactly what. There was no
20 accountant hired when I left.

21 Q. You probably made -- I think you just

1 made reference to or you eluded to the document
2 that I'm now going to give you. It's dated
3 10-3-02. It's Bate Stamp Numbers 01004 through
4 01008.

5 A. This is a document I wrote that
6 basically outlined everything that was out --
7 needed to be done. When I wrote this, my
8 understanding was that I was staying until the
9 first of the year. So this was basically a
10 three-month outline of what I could complete or I
11 felt I could come close to completing in that
12 amount of time. As it turned out, I only had a
13 few weeks to do what I could on here. And I
14 spent much of my time writing up directives and
15 policies that would allow someone else to do what
16 I was doing.

17 Q. I sort of scanned through this. And
18 certainly, you can take a look through it too.
19 In looking through it, I didn't see anything in
20 here about Federal Universal Service.

21 A. I don't believe there is because that

1 was something Kurtis was going to handle. I
2 believe that once we discussed it, I assumed that
3 he was going to handle it.

4 Q. Other than the preparation and filing
5 of that form, FCC form 499-A that we've already
6 seen?

7 A. Correct.

8 Q. Which occurred roughly about this
9 time?

10 A. Yes. A little bit after this. And
11 that was -- there were many items that don't
12 appear on here that I completed during those last
13 few weeks that came up as a "Hey Bill, can you
14 get this done." So I would do it.

15 Q. This is dated October 7, 2002. And it
16 looks like it's sent to the CA. It's Bate Stamp
17 00660.

18 A. This is just him basically telling me
19 not to work on all that other stuff. Instead,
20 write up some directives and things. And once we
21 have a replacement, you can go.

1 Q. And as far as the reference here to
2 Gene, that's Gene Chill?

3 A. Yes.

4 Q. Gene Chill is currently looking for a
5 legal-type person and an CPA?

6 A. Yes.

7 Q. And then once Gene has the replacement
8 ready to start, you're to take two to three days
9 to train them?

10 A. Yes.

11 Q. And that is what happened basically?

12 A. I took a few days to train Shannon on
13 some basics. And my departure date changed
14 during this last month seven or eight times. And
15 we finally got to the point where all of us were
16 fed up with it changing, so we came up with a
17 November 1 date no matter what. Believe me, they
18 were trying to hire someone. Gene was working
19 very hard. But they got Shannon, luckily, who I
20 think is very capable. And I think what I
21 actually got to train her on was handling some

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1 complaints and doing the state, USF reports and
2 that's about it. And I wrote up -- and I think I
3 told her if you need any help, speak to Kurt or
4 Keanan. And I gave her my phone number to call
5 me. And I think she called me twice in the
6 following couple weeks. And that was it.

7 Q. She did. What did she call you about?

8 A. She called me to ask me where -- she
9 called me to ask me what our tax ID number was.
10 And she called me to ask me where something was
11 in the computer, a letter or something.

12 Q. Did she ever bring to your attention
13 that the FCC had sent an inquiry that focussed on
14 complaints from the Maine PUC?

15 A. No. I didn't have a phone call with
16 her that was more than two minutes long.

17 Q. This is dated 10-14-02. It's Bate
18 Stamp 00664.

19 A. This is just one of the hop, skip and
20 jump on my departure dates. The agreement that's
21 eluded to is my confidentiality agreement that I

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1 signed before I left. And payments for severance
2 were in a severance package that they compiled
3 for me that was initially going to be paid on a
4 monthly basis over a few months. And they
5 actually paid it all out at once.

6 Q. So in terms of who it's addressed to,
7 the VPA is Gene Chill?

8 A. Yes.

9 Q. And corporate affairs is you?

10 A. Correct.

11 Q. You had made reference to a divisional
12 directive or divisional directives. The
13 documents I'm going to show you are not Bate
14 Stamped. But they are dated at about the time
15 that we're talking about here. This particular
16 document is three pages in length. And it
17 concerns tariffs.

18 A. I'm familiar with this.

19 Q. What is it?

20 A. It's basically a simple directive on
21 how to create a tariff when we're getting

1 licensed in a specific state.

2 Q. In other words, this would be like the
3 set of instructions to whomever your successor
4 was going to be as to how to go about the
5 process?

6 A. Correct.

7 Q. Okay. Because we don't have
8 photocopying here and we don't have Bate Stamp
9 references. I think the way -- let's go off the
10 record for a second.

11 (Discussion was held off the record.)

12 Q. So the document we just discussed is
13 going to be made a part of the deposition as
14 Exhibit No. 1. It's a three-page document, and
15 Mr. Brzycki has indicated that he had prepared
16 this document. And it's dated October 8, 2002,
17 and it's entitled "Tariffs." I'm handing the
18 only copy we have here to the court reporter.

19 (Exhibit No. 1 was marked for
20 identification.)

21 MR. SHOOK: I'm going to follow the

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1 procedure for the next several documents. The
2 next document is a Buzz Telecom divisional
3 directive dated October 9, 2002. It is entitled
4 "Certificate of Authority." It's three pages in
5 length. Is this a document that you prepared?

6 A. Yes.

7 Q. And the purpose of it is to do what?

8 A. Again, to get a company licensed or to
9 repair any problem that comes up with certificate
10 of authority in a given state.

11 Q. When we reach the list of directors
12 that appear on the second page, there's reference
13 there to Kurtis and a reference to Keanan. And
14 it has ownership figures. Do you know where you
15 got this information from in terms of the
16 percentages of their ownership?

17 A. That is, I believe, their ownership of
18 Avatar and the ownership percentage stays the
19 same with some small exceptions. But I believe I
20 got that from Kurtis and Keanan.

21 MR. SHOOK: We're going to make this

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1 three-page document Exhibit 2. I'm handing the
2 only copy to the court reporter.

3 (Exhibit No. 2 was marked for
4 identification.)

5 BY MR. SHOOK:

6 Q. Next is a Buzz Telecom divisional
7 directive, dated October 10, 2002. And the title
8 is "Certificate of Public Necessity and
9 Convenience." It is three pages in length. Is
10 this a document that you prepared?

11 A. Yes.

12 Q. Again, for the purpose of educating
13 your successor on what it is that he or she
14 needed to do?

15 A. Correct.

16 MR. SHOOK: I'm going to make this
17 document Exhibit No. 3. I'm handing the only
18 copy to the court reporter.

19 (Exhibit No. 3 was marked for
20 identification.)

21 BY MR. SHOOK:

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1 Q. Next is a Buzz Telecom divisional
2 directive, dated October 14, 2002. It's entitled
3 "NECA." It's two pages in length. You prepared
4 this document?

5 A. Yes.

6 Q. And it was, again, for the purpose of
7 educating your successor?

8 A. Correct.

9 Q. There are some figures that appear on
10 the second page. Apparently, they refer to an
11 example, Kansas?

12 A. Yes.

13 Q. Where did those figures come from?

14 A. They are made up figures.

15 Q. So they are just to be hypothetical?

16 A. Yes. Any figures in any of these
17 documents are hypothetical just to put an example
18 in.

19 MR. SHOOK: This is going to be
20 Exhibit No. 4. I'm handing the only copy to the
21 court reporter.

1 (Exhibit No. 4 was marked for
2 identification.)

3 BY MR. SHOOK:

4 Q. The next is Buzz Telecom divisional
5 directive, dated October 15, 2002. It is
6 entitled "Federal Licensing." Did you prepare
7 this document?

8 A. Yes, I did.

9 Q. For the purpose of educating your
10 successor?

11 A. Correct.

12 MR. SHOOK: This is going to be
13 Exhibit No. 5. It's one page in length. I'm
14 handing it to the court reporter.

15 (Exhibit No. 5 was marked for
16 identification.)

17 BY MR. SHOOK:

18 Q. The next document is Buzz Telecom
19 divisional directive, dated October 15, 2002. It
20 is entitled "Federal Reporting." And then in
21 parenthesis, form 159. It's two pages in length

1 only because "Corporate Affairs" manages to carry
2 over to the second page. Is this a document you
3 prepared?

4 A. Yes.

5 Q. For the purpose of educating your
6 successor?

7 A. Yes.

8 MR. SHOOK: This will be Exhibit No.
9 6. And I'm handing the only copy to the court
10 reporter.

11 (Exhibit No. 6 was marked for
12 identification.)

13 BY MR. SHOOK:

14 Q. Next is a Buzz Telecom divisional
15 directive, dated October 15, 2002. It is
16 entitled "499 Reporting." It's three pages in
17 length. You prepared this document?

18 A. Yes.

19 Q. For the purpose of educating your
20 successor?

21 A. Correct.

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1 MR. SHOOK: This will be deposition
2 Exhibit No. 7.

3 (Exhibit No. 7 was marked for
4 identification.)

5 Q. Buzz Telecom divisional directive,
6 dated October 28, 2002. It's entitled "Annual
7 Reports." You prepared this document?

8 A. Correct.

9 Q. For the purpose of educating your
10 successor?

11 A. Correct.

12 Q. I notice this under "Business
13 Options," the percentage figures for ownership
14 differ slightly from that which we saw before.
15 Specifically, it now shows Kurtis holding 70
16 percent interest and Keanan holding a 28 percent
17 interest. Do you know how it came do be that the
18 figures changed from the last document where we
19 saw such figures?

20 A. The reason is because there were other
21 owners involved in Business Options when it was

1 started. And as those owners have dropped out,
2 the ownership was purchased or separated
3 differently then it is now with Kurtis and
4 Keanan. So if someone owned two or three percent
5 and they wanted to sell, Keanan may have
6 purchased it to increase his ownership.

7 Q. How is that you would have come to
8 know what these figures are to place them in this
9 directive?

10 A. I think I looked in the corporate
11 books to check the ownership percentages.

12 Q. So this was something you would have
13 checked the corporate books for as opposed to
14 simply asking Kurtis and Keanan what their
15 ownership interests were?

16 A. Yes. Just because I had the books in
17 my office and I could just crack them open and
18 take a look at them.

19 MR. SHOOK: The two-page document is
20 going to be Exhibit 8.

21 (Exhibit 8 was marked for

1 identification.)

2 BY MR. SHOOK:

3 Q. Finally, with respect to this area, at
4 least, Buzz Telecom divisional directive, dated
5 October 28, 2002. It's entitled "Company
6 Relationships." And it's a two-page document.
7 Did you prepare this document?

8 A. Yes.

9 Q. For the purpose of educating your
10 successor?

11 A. Correct.

12 Q. In terms of the companies that are
13 listed here as being owned by Kurtis and Keanan,
14 we have Business Options Inc., we have Buzz
15 Telecom Corporation, we have U.S. Bell, we have
16 HBOS/Facilitel/ATS Services. And finally, we
17 have Galiant Inc., in parenthesis, it's TB-247.
18 How is it that you that you came to know that all
19 of these entities were companies owned by Kurtis
20 and Keanan Kintzel?

21 A. Several of them, I incorporated. And

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1 the others, just through knowledge of the
2 company.

3 Q. Were these entities -- were all of the
4 entities ones for which you maintain any kind of
5 corporate records or corporate books?

6 A. The end of my tenure there, yes.

7 Q. The end of your tenure from about when
8 to when?

9 A. April to October of 2002.

10 Q. That period of time when you were
11 responsible for corporate affairs?

12 A. Correct.

13 Q. There are little write-ups that follow
14 the question, "What are all of these companies
15 and what do they do?" In terms of the
16 information that appears for each of those
17 companies, how did you derive that information?

18 A. From knowledge of the company.

19 Q. Is what -- does the material in this
20 two-page document that details what it is the
21 five different companies do, was that information

1 run by anybody, reviewed by anybody?

2 A. No. Just my write-up.

3 MR. SHOOK: I'd like this as Exhibit
4 No. 9.

5 (Exhibit No. 9 was marked for
6 identification.)

7 BY MR. SHOOK:

8 Q. This sort of drops back in time a
9 little bit. The date is 10-15-02. It's Bate
10 Stamped 00659. And is this a document that you
11 prepared?

12 A. Yes.

13 Q. And you sent it to the president, who
14 is Keanan?

15 A. Correct.

16 Q. And what is it that you're letting
17 Keanan know about?

18 A. I'm trying to let him know where
19 everything is as my office exists. So if he
20 needs to come in and pull some information, he
21 can do so.

1 Q. So this is just pretty much where
2 files are?

3 A. He had asked me where a few things
4 were just before that. So I thought I'd write it
5 all down for him to make it simple.

6 Q. And it was at this point in time,
7 October of 2002, that Keanan was coming into the
8 office at least on a part-time basis?

9 A. Correct.

10 Q. He was still recovering from whatever
11 the ailment was that he had?

12 A. Yes.

13 Q. Ultimately, you left the employ of
14 Buzz Telecom pursuant to a severance agreement,
15 correct?

16 A. Correct.

17 Q. And the basic idea of this agreement,
18 without going into the specific terms, was a
19 mutual parting of the ways?

20 A. That's correct.

21 Q. And that you received certain benefits

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1 at the time you left?

2 A. Correct.

3 Q. And there were -- what relationship,
4 if any, were you going to maintain with the
5 Kurtis and Keanan Kintzel companies following
6 your departure from their employ?

7 A. I had no intention of maintaining any
8 certain relationship. I made myself available
9 for a month or so if I was needed. I think they
10 actually asked me to make myself available for 90
11 days if any training was required. And they
12 would call me in. And they would pay me to come
13 in and train somebody if it was needed. I never
14 got calls to do so. The only calls I received,
15 as stated previously, were a couple phone calls
16 from Shannon just asking me some basic questions.
17 But I had no intention really of continuing any
18 relationship other than, you know, if I saw them
19 on the street, "How are you doing?"

20 Q. Would you characterize the parting as
21 amicable or less than amicable?

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1 A. I would say amicable.

2 Q. And by "amicable," I'm using one of my
3 fancy words to mean at least somewhat friendly.

4 A. Yes. That's correct.

5 Q. As opposed to ugly?

6 A. Not ugly at all.

7 Q. And what contact, if any, have you had
8 with Kurtis Kintzel subsequent to your departure
9 from the employ?

10 A. I saw him at a restaurant on
11 Thanksgiving. We've e-mailed back and forth a
12 few times concerning things that are e-mailed to
13 me from the states. I spoke to him yesterday
14 about coming in today just to -- he sent me an
15 e-mail about it. He said, "I was in there for
16 about eight hours. So be ready to be in there
17 for a while." And I called to say, "What?" And
18 he just told me, "I was in there for a while, so
19 you should expect to be there well into the
20 afternoon." And that's really about it.

21 Q. Have you had any such contacts with

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1 Keanan?

2 A. I met Keanan one morning. I bumped
3 into him at Starbucks and talked to him for about
4 an hour or so. Right over here on Route 30. I
5 think I also saw him at the restaurant on
6 Thanksgiving. That's the only contact.

7 Q. Have you had any contact with Gene
8 Chill?

9 A. No.

10 Q. Sounds like you didn't miss it?

11 A. I saw him here yesterday. That's
12 about it.

13 Q. We're getting close to the end, I
14 promise. We had talked briefly about the
15 situation that existed in the State of Vermont.
16 And I suppose I could have tried to weave that in
17 while we were going through chronologically. But
18 I'm just handling it separately here. So I want
19 to step back in time a little bit now to May of
20 2002. I'm showing you a document that is Bate
21 Stamp 08076.

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